FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITI

OMB Number 3235-0076

DATE RECEIVED

Expires: May 31, 2008 Estimated average burden hours per response 16.00

SEC USE ONLY Serial



PURSUANT TO REGULATION D, Sp **SECTION 4(6), AND/OR**

UNIFORM LIMITED OFFERING EXEMPTION

			TARCON VPUI	
Name of Offering (Check if this is an amendment and name Blackstone Valley Surgicare Acquisition	has changed, and incon, L.P.	licate change.	AHOM2O14 KB	
Filing Under (Check box(es) that apply): Type of Filing: New Filing Rule 504 Amendment	☐ Rule 505 🗵	Rule 506	☐ Section 4(6)	ULOE
A. BAS	SIC IDENTIFICATION	DATA		
Enter the information requested about the issuer				
Name of Issuer (Check if this is an amendment and name h	as changed, and indica	ate change.)		
Blackstone Valley Surgicare Acquisition	on, L.P.			
Address of Executive Offices (Number	r and Street, City, State	e, Zip Code)	Telephone Number (In	cluding Area Code)
3000 Riverchase Galleria, Suite 500, E	3irmingham, Al	abama	(205) 970-2610	
35244				
Address of Principal Business Operations (Number	r and Street, City, State	e, Zip Code)	Telephone Number (In	cluding Area Code)
(if different from Executive Offices) 1526 Atwood Ave	nue, Suite 30	0,	(401) 459-3800	
Johnston, Rhode Island 02919				
Brief Description of Business To lease space for	and to operat	e an out	patient surgery	center
located in Johnston, Rhode Island.				
Type of Business Organization				
<u> </u>	artnership, already foπ		other (please speci	fy):
□ business trust □ limited p	artnership, to be forme			
Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U		reviation for S	6 🛭 Actual	☐ Estimated
CN for Canad	a; FN for other foreign	jurisuiciion)	K 1	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.! Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at the address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manual signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, ar changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in eac state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to fi the appropriate federal notice will not result in a loss of an available state exemption unless such exemption predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; an

Each general a	and managing part	ner of partnership issuers			
Check Box(es) that Apply:	☑ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	□ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Blackstone Valley	Surgicare (SP, Inc.			
Business or Residence Addre 3000 Riverchase Ga		•		244	
Check Box(es) that Apply:	☑ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if is Surgery Center Hol			· · ·		•
Business or Residence Addre	ss (Number and S	treet, City, State, Zip Cod	e)	<u></u>	
3000 Riverchase Ga	lleria, Sui	te 500, Birming	gham, Alabama 35	244	
Check Box(es) that Apply:	☑ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if Surgical Care Affi	•	. <u> </u>			
Business or Residence Addre	•		·	244	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☑ Director	General and/or Managing Partner
Full Name (Last name first, if Hayek, Andrew P.	individual)				·
Business or Residence Addre				244	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Clark, Joseph T.	individual)				
Business or Residence Addre	•			244	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		□ Director □	General and/or Managing Partner
Full Name (Last name first, if Sharff, Jr., Richa	·				
Business or Residence Addre 3000 Riverchase Ga	·	•		244	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, if Wann, Jr., William	•				
Business or Residence Addre	•	•	•	244	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; an

•	Each general	l and managir	ng partner of	r partnersnip	issuers.
---	--------------	---------------	---------------	---------------	----------

• Laur generar	and managing par	ulei oi partielsilip issueis.			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				-
Hutkai, Steven J.					
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code	e)		
3000 Riverchase Ga				244	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or
, , , , , , , , , , , , , , , , , , ,					Managing Partner
Full Name (Last name first, if	individual)				
Martin, Jody B.					
Business or Residence Addre					
3000 Riverchase G	alleria, Su	ite 500, Birming	ham, Alabama 35	244	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
E # 51 /1 E 15	1 - 45 - 74 18		<u> </u>		Managing Partner
Full Name (Last name first, if	individual)				
<u> </u>					
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code	e)		
	. = 199				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				Wanaging Farmer
t un Hame (Cast hame inst, ii	marviduzi)				
Burton - Burton - Addres	() ()	Near City Chair Tie Cad			
Business or Residence Addre	ess (Number and S	street, City, State, Zip Coo	e)		
			C - " 00		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
,, ,, ,, ,, ,, , ,, , ,, , ,, , ,, ,, ,, ,	,				
Business or Residence Addre	see (Number and S	Street City State Zin Code	۵۱		
Dusiness of Residence Addre	233 (I Valliber and e	, , , , , , , , , , , , , , , , , , ,	٥,		
Charle Baylon) that Analys	☐ Promoter	D Panaficial Oumas	☐ Executive Officer	☐ Director	☐ General and/or
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	·			-
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code	e)		
	•		,		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
onock box(oo) alary ppi).					Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code	e)		
		- ``			

				E	3. INFORM	IATION ABO	UT OFFE	RING				
1. Has	s the issuer	sold, or do	es the issue	er intend to s	sell, to non-	accredited in	vestors in	this offering	_] ?		Yes ⊠	No
			Answe	er also in Ap	pendix, Col	umn 2, if filir	ng under U	LOE.				
2. Wh	at is the mi	nimum inve	estment that	will be acce	epted from a	any individua	al?				\$ 710	.00
4. Ent or s liste nar									missic on to t list th	No ⊠		
	ne (Last na evelopn		-									
			s (Number	and Street,	City, State,	Zip Code)						
			•		•	rmingĥa	m, Ala	bama 3	5244			
Name of	f Associate	d Broker or	Dealer									
States in	Mhigh Do	roon Lintod	Has Solicite	d or Intond	n to Colinit I	Durahagara						
											A	II States
با ا ا دا]	4]] 4] 3])	[<i>f</i> [[N [S	A) 'A] T]	(C (k (1)	[N [L)] [N] [] [N]]	7] (N) (N)	1] 1] 2] <i>N</i>]	5] (N (C (V)	() (C (7) (V)	(I (M (F (F
	ne (Last na	· <u>-</u> · · · ·	ndividual) s (Number	and Street,	City, State,	Zip Code)					_	
Name of	f Associated	d Broker or	Dealer			<u></u>						
			Has Solicite ck individua			Purchasers					A	II States
[AL] (IL] (MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	(AR) [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Nan	ne (Last na	me first, if ir	ndividual)									
Busines	s or Reside	nce Addres	s (Number	and Street,	City, State,	Zip Code)						
Name of	f Associated	d Broker or	Dealer				-					
			Has Solicite ck individua			Purchasers					A	ll States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	(CO) (LA) (NM) (UT)	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [Mi] [OH] [WV]	[GA] [MN] [OK] [WI]	(HI) (MS) (OR) (WY)	[ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	SE OF PROCE	EDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amou already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchang offering, check this box and indicate in the columns below the amounts of the securitie offered for exchange and already exchanged.			,
		Aggreg	ate	Amount Already
	Type of Security	Offering I	Price	Sold
	Debt			
	Equity			
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	69,580.0	00	
	Partnership Interests			
	Other (Specify)			
	Total	69,580.0	00	
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Ru 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
	Accredited Investors	Numb Investo		Aggregate Dollar Amount of Purchases 0
	Non-accredited Investors		0	0
	Total (for filings under Rule 504 only)			
	Answer also in Appendix, Column 4, if filing under ULOE.			
2	· · · · · · · · · · · · · · · · · · ·			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1: months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1.			
	Type of offering	Type (Securi		Dollar Amount Sold
	Rule 505	Goodin	•9	0010
	Regulation A			
	Rule 504			
	Total			
				
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution the securities in this offering. Exclude amounts relating solely to organization expenses the issuer. The information may be given as subject to future contingencies. If the amount an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			0
	Printing and Engraving Costs		\boxtimes	500
	Legal Fees	********	\boxtimes	20,000
	Accounting Fees			0
	Engineering Fees			0
	Sales Commissions (specify finders' fees separately)		⊠	2,783
	Other Expenses (identify) Syndication		Ø	500
	Total		Ø	23,783

	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXPEN	ISES A	ND L	JSE	OF PROCEED	s			
	 b. Enter the difference between the agg Question 1 and total expenses furnished difference is the "adjusted gross proceeds 		a. Th					\$	45,797	
5.	Indicate below the amount of the adjusted be used for each of the purposes showr furnish an estimate and check the box on listed must equal the adjusted gross proce Question 4.b above.	n. If the amount for any purpose is no the left of the estimate. The total of the p	t know aymen							
						Payments t Officers, Directors, 8			Payme	
	Salaries and fees				\$	Affiliates 0		\$	Othe 0	ers
					s -	0	- 🗀	* – \$	0	
		tallation of machinery and equipment			* . \$	0	- 🗀	* - \$	0	
	-	Idings and facilities			\$	0		* - \$	0	
	- ·	including the value of securities involve		_	* -	U	- "	* -		
	offering that may be used in excha	ange for the assets or securities of anothe	er issu		\$	0		\$	0	
	Repayment of indebtedness				\$	0		\$ -	0	
	Working capital		••••	\boxtimes	\$	45,797		\$ _	0	
	Other (specify):				\$	0		\$ _	0	-
	Column Totals		••••	\boxtimes	\$	45,797	_ 🗆	\$ -	0	
	Total payments Listed (column total	ıls added)			-		- 45,7	- '97		
		D. FEDERAL SIGNATURE								
sign	e issuer has duly caused this notice to be s nature constitutes an undertaking by the iss ormation furnished by the issuer to any non-a	uer to furnish to the U.S. Securities and	Excha	nge (Com	mission, upon	under writter	Rule requ	505, the lest of its	followir staff, th
Issi	uer (Print or Type)	Signature		Date	;					
Bl Ac	ackstone Valley Surgicare quisition, L.P.	RISLQQJ.		8/	19/	08				
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)								
216	nard L. Snarff, Jr.	VP of the Ge	enera	al E	ar	tner of t	he 1	ssu	er	
			_							_
		ATTENTION								

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter		⊠ Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Khen, Gilad					
Business or Residence Address	(Numb	er and Street, City, State, 7	lip Code)		
Hateena 110b Haruzim 60917, I	srael				1
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Khen, Dan-El					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
Hateena 110b Haruzim 60917, I	(srael				
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Salomon, Barak					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
15/1 Schmuel Hanagid Street, F	lamat-Hasharon.	47295, Israel			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Manzi, Jim					
Business or Residence Address		er and Street, City, State, 2	Zip Code)		
c/o Goodwin Procter LLP, 53 S Check Box(es) that Apply:	Promoter □ Promoter	n, MA 02109 Beneficial Owner	☐ Executive Officer		☐ General and/or
					Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
				- D	☐ General and/or
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Partner
Full Name (Last name first, if ind	liviđual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Business or Residence Address	(Numb	er and Street, City, State,	Zip Code)		

Has the issuer sold, or does the issuer intend to sell, to non accredited investors in this offering? Name of Answer also in Appendsx, Column 2, if filting under ULOE. Name of Answer also in Appendsx, Column 2, if filting under ULOE.	
Answer also in Appendix, Column 2, if filting under ULOE. *Subject to the discretion of the Issuer. *Subject to the discretion of the Issuer. *Yes No. 3. Does the offering permit joint ownership of a single unit? **Subject to the discretion of the Issuer. *Yes No. 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similitermuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated persons of such a broker or dealer rigitered with the SEC and/or with a state or states, list the name of the broker or dealer rigitered with the SEC and/or with a state or states, list the name of the broker or dealer than five (5 persons to be listed are associated persons of such a broker or dealer, you may set forth he information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). All States All All	
*Subject to the discretion of the Issuer. 7	
*Subject to the discretion of the Issuer. Yes No. 3. Does the offering permit joint ownership of a single unit?	
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similine remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5 persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MS] [MS] [MS] [MS] [MS] [MS] [MS	-
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similitremuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person so to be listed are associated persons of such a broker or dealer, you may set forth he information for that broker or dealer expenses of such a broker or dealer, you may set forth he information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	٧o
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or simili remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated pean of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or deril. If more than five (5 persons to be listed are associated persons of such a broker or dealer, you may set forth he information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [MI] [MI] [MI] [MI] [MI] [MI] [MI] [M	
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated persons to be listed are associated persons of such a broker or dealer, you may set forth he information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [MI] [MS] [MS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MS] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). All States Ak [AZ] [AR] [AZ] [AR] [AZ] [AR] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ	:
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or eheck individual States)	person or
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
All States All States All States All States All AK AZ AR AR AR AR AR AR AR	
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [WI] [WY] [WI] [WY] [WV]	
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [WY] [WI] [WY] [WY] [WI] [WY] [WY] [WY] [WY] [WY] [WY] [WY] [WY	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[ID]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[MO] [PA]
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[PR]
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
(Check "All States" or check individual States)	
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IN] [IN] [IN] [IN] [MB] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	s [ID]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	[MO]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	[PA]
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	[PR]
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	• "
(Check "All States" or check individual States)	
,	
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]	[ID] [MO]
	[MO] [PA]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s	\$
	Equity	\$1,900,000	\$424,653
	Equity	<u> </u>	<u> </u>
	□ Common ⊗ Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$	\$
	Other (Specify)	S	\$
	Total	\$1,900,000	\$424,653
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	4	\$424,653
	Non-accredited Investors		\$
	m . 1 (0 . g); 1 . D . 1 . 204 1		•
	Total (for filings under Rule 504 only)		3
_	Answer also in Appendix, Column 4, if filing under ULOE.		•
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	i	N/A
	Type of offering	Type of	Dollar Amoun
	Rule 505	Security	Sold \$
	Regulation A		\$
	Rule 504		\$
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		□ S
	Printing and Engraving Costs		
	Legal Fees	1	⊠ \$ <u>15,000</u>
	Accounting Fees		
	Engineering Fees		□ \$
	Sales Commissions (specify finders' fees separately)		
	Other Expenses (identify_Blue Sky Filing Fees		S \$250.00
	Total		⊠ \$ <u>15,250</u>

1 and total expenses furnished in res "adjusted gross proceeds to the issue Indicate below the amount of the adjusted	gregate offering price given in response to Part C - Question ponse to Part C - Question 4.a. This difference is the er." ted gross proceeds to the issuer used or proposed to be f the amount for any purpose is not known, furnish an				\$409,403
estimate and check the box to the left of	f the estimate. The total of the payments listed must equal r set forth in response to Part C - Question 4.b above.				
the adjusted gross proceeds to the issue	r set tonn in response to Pan C - Question 4.6 above.		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees			\$		\$
Purchase of real estate			s	а	\$
Purchase, rental or leasing and inst	allation of machinery and equipment		\$		\$
Construction or leasing of plant bu	ildings and facilities		\$		\$
offering that may be used in excha	cluding the value of securities involved in this nge for the assets or securities of another	_	s	_	\$
			\$		\$
Working Capital			\$		\$409,403
Other (specify):			\$		\$
		0	\$	_	\$
Column Totals			\$	×	\$ <u>409,403</u>
Total Payments Listed (Column to	als added)			_	
	D. FEDERAL SIGNATURE				
following signature constitutes an unde	e signed by the undersigned duly authorized person. If this no rtaking by the issuer to furnish to the U.S. Securities and Exchy the issuer to any non-accredited investor pursuant to paragraphy.	ange C	ommission, upo		
ssuer (Print or Type)	Signature		Date		
CodStore, Inc.			August 31, 20	800	
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Gilad Khen	President & Chief Executive Officer				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

